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September 29, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Incorporation of Andy's Roofing, Inc.
Our File No. 16757E

Greetings:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Registered Agent Designation with respect to the incorporation of Andy's Roofing, Inc. We request that you file the original Articles of Incorporation and Registered Agent Designation in the official files of the Secretary of State and return a time stamped copy to our office in the enclosed self-addressed, stamped envelope.

Enclosed please find Ryan & Ryan, P.A. Trust Account check no. 10657 in the amount of \$70.00 in payment of the filing fee for this service as follows:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
Total:	\$70.00

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding same.

Very truly yours,


CHRISTOPHER J. RYAN

CJR/lp
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/13/99

ARTICLES OF INCORPORATION

OF

ANDY'S ROOFING, INC.

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be ANDY'S ROOFING, INC.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to, the installation, repair and re-roofing of residential and commercial roofs and to perform other such related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common

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TALLAHASSEE, FLORIDA

or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED SHARES (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT ADDRESS

The principal place of business of this corporation shall be at 3215 N. Ocean Drive, #103, Hollywood, Broward County, Florida 33019, and the street address of its initial registered agent office shall be at 3215 N. Ocean Drive, #103, Hollywood, Broward County, Florida 33019, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of the original registered agent is CHARLES D. ANDERSON, whose address is 3215 N. Ocean Drive, #103, Hollywood, Broward County, Florida 33019.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than four (4).

ARTICLE VIII

DIRECTORS

The name and post office address of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

CHARLES D. ANDERSON
3215 N. Ocean Drive, #103
Hollywood, FL 33019

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

CHARLES D. ANDERSON
3215 N. Ocean Drive, #103
Hollywood, FL 33019

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date

these Articles of Incorporation are filed with the Florida Department of State.

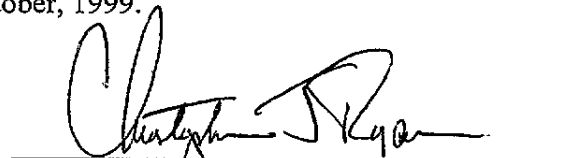
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 6th day of October, 1999.


CHARLES D. ANDERSON

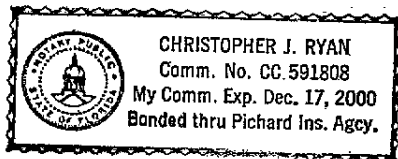
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, CHARLES D. ANDERSON, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 6th day of October, 1999.


Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

ANDY'S ROOFING, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 3215 N. Ocean Drive, #103, in the City of Hollywood, County of Broward, State of Florida, has named CHARLES D. ANDERSON, located at 3215 N. Ocean Drive, #103, in the City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
CHARLES D. ANDERSON	President/Secretary/Treasurer	3215 N. Ocean Drive, #103 Hollywood, FL 33019

BOARD OF DIRECTORS:

CHARLES D. ANDERSON	Director	3215 N. Ocean Drive, #103 Hollywood, FL 33019
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Dated this 6th day of October, 1999.



CHARLES D. ANDERSON, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Charles D. Anderson

CHARLES D. ANDERSON, Registered Agent

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